

FIFTH AMENDMENT TO THE OFFERING PLAN

Premises:

**Riverhouse One Rockefeller Park
One and Two River Terrace
Battery Park City
New York, New York 10282**

**This Amendment Modifies And Supplements The Terms Of The
Offering Plan Dated Approximately August 24, 2006, And Should
Be Read In Conjunction with Said Plan, as Amended.**

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1. The Offering Plan is revised in part to reflect purchase price increases for certain Residential Units listed in Column numbered (4) of Schedule A located on pages 85 to 93 of the Offering Plan, as amended. The new purchase prices for those Residential Units are set forth below.

<u>Unit</u>	<u>Offering Price</u>
20E	\$2,505,000.00
20F	\$1,375,000.00

Based on the restated purchase prices for the Residential Units as set forth above, the Total Purchase Price of the Offering is now \$577,005,000.00.

2. Except as herein defined, all capitalized terms used in this Amendment which are defined in the Offering Plan, as amended, shall have the respective meaning ascribed to such terms in the Offering Plan, as amended.
3. The Offering Plan, as amended and supplemented by this Amendment, is incorporated herein by reference with the same force and effect as if set forth at length.

4. There are no other material changes to the terms of the Offering Plan, except those in this Amendment.

Dated: February 16, 2007

Sponsor:

Site 16/17 Development LLC

By: BPC Mezz LLC

By: Sheldrake Site 16/17 Development LLC,
its Administrative Managing Member

By: Site 16/17 Investors LLC, its Manager

By: 

J. Christopher Daly, Managing Member

FOURTH AMENDMENT TO THE OFFERING PLAN

Premises:

**Riverhouse One Rockefeller Park
One and Two River Terrace
Battery Park City
New York, New York 10282**

**This Amendment Modifies And Supplements The Terms Of The
Offering Plan Dated Approximately August 24, 2006, And Should
Be Read In Conjunction With Said Plan, as Amended.**

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1. The Offering Plan is revised in part to reflect purchase price increases for certain Residential Units listed in Column numbered (4) of Schedule A located on pages 85 to 93 of the Offering Plan, as amended. The new purchase prices for those Residential Units are set forth below.

<u>Unit</u>	<u>Offering Price</u>
3J	\$2,465,000.00
4J	\$2,505,000.00
5J	\$2,545,000.00
6J	\$2,585,000.00
7J	\$2,625,000.00
8J	\$2,665,000.00
9J	\$2,705,000.00
10J	\$2,745,000.00
11J	\$2,785,000.00
12J	\$2,825,000.00
14J	\$2,865,000.00
15J	\$2,400,000.00
3H	\$2,800,000.00

4H	\$2,850,000.00
5H	\$2,900,000.00
6H	\$2,950,000.00
7H	\$3,000,000.00
8H	\$3,050,000.00
9H	\$3,100,000.00
10H	\$3,150,000.00
11H	\$3,200,000.00
12H	\$3,250,000.00
3R	\$2,975,000.00
4R	\$3,015,000.00
5R	\$3,055,000.00
6R	\$3,095,000.00
7R	\$3,135,000.00
8R	\$3,175,000.00
9R	\$3,215,000.00
10R	\$3,255,000.00
11R	\$3,295,000.00
12R	\$3,335,000.00
14R	\$3,375,000.00
15R	\$3,415,000.00
3S	\$1,920,000.00
4S	\$1,950,000.00
5S	\$1,980,000.00
6S	\$2,010,000.00
7S	\$2,040,000.00
8S	\$2,070,000.00

9S	\$2,100,000.00
10S	\$2,130,000.00
11S	\$2,160,000.00
12S	\$2,190,000.00
14S	\$2,300,000.00
15S	\$2,400,000.00
3T	\$2,525,000.00
4T	\$2,565,000.00
5T	\$2,605,000.00
6T	\$2,645,000.00
7T	\$2,685,000.00
8T	\$2,725,000.00
9T	\$2,765,000.00
10T	\$2,805,000.00
11T	\$2,845,000.00
12T	\$2,885,000.00
14T	\$2,925,000.00
15T	\$2,985,000.00

Based on the restated purchase prices for the Residential Units as set forth above, the Total Purchase Price of the Offering is now \$576,905,000.00.

2. Except as herein defined, all capitalized terms used in this Amendment which are defined in the Offering Plan, as amended, shall have the respective meaning ascribed to such terms in the Offering Plan, as amended.
3. The Offering Plan, as amended and supplemented by this Amendment, is incorporated herein by reference with the same force and effect as if set forth at length.

4. There are no other material changes to the terms of the Offering Plan, except those in this Amendment.

Dated: January 4, 2007

Sponsor:

Site 16/17 Development LLC

By: BPC Mezz LLC

By: Sheldrake Site 16/17 Development LLC,
its Administrative Managing Member

By: Site 16/17 Investors LLC, its Manager

By:


J. Christopher Daly, Managing Member

THIRD AMENDMENT TO THE OFFERING PLAN

Premises:

**Riverhouse One Rockefeller Park
One and Two River Terrace
Battery Park City
New York, New York 10282**

**This Amendment Modifies And Supplements The Terms Of The
Offering Plan Dated Approximately August 24, 2006, And Should
Be Read In Conjunction with Said Plan, as Amended.**

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1. The Offering Plan is revised in part to reflect purchase price decreases for certain Residential Units listed in Column numbered (4) of Schedule A located on pages 85 to 93 of the Offering Plan, as amended. The new purchase prices for those Residential Units are set forth below.

<u>Unit</u>	<u>Offering Price</u>
3M	\$1,495,000.00
4M	\$1,525,000.00
5M	\$1,530,000.00
3N	\$1,675,000.00
4N	\$1,725,000.00

Based on the restated purchase prices for the Residential Units as set forth on the attached Schedule A, the Total Purchase Price of the Offering is now \$572,555,000.00.

2. Except as herein defined, all capitalized terms used in this amendment which are defined in the Offering Plan, as amended, shall have the respective meaning ascribed to such terms in the Offering Plan, as amended.
3. The Offering Plan, as amended and supplemented by this amendment, is incorporated herein by reference with the same force and effect as if set forth at length.

4. There are no other material changes to the terms of the Offering Plan, except those in this Amendment.

Dated: December 6 2006

Sponsor:

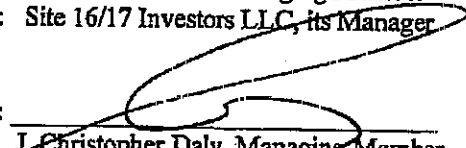
Site 16/17 Development LLC

By: BPC Mezz LLC

By: Sheldrake Site 16/17 Development LLC,
its Administrative Managing Member

By: Site 16/17 Investors LLC, its Manager

By:


L. Christopher Daly, Managing Member